# Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

#### Listing of Claims:

Claim 1 (canceled)

Claim 2 (previously presented) A compound of formula (I)

$$\mathbb{R}^1$$
 $\mathbb{R}^5$ 
 $\mathbb{R}^2$ 
 $\mathbb{R}^3$ 
 $\mathbb{R}^4$ 
 $\mathbb{R}^3$ 
 $\mathbb{R}^3$ 

wherein X is O; R<sup>1</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, -CN, -SR<sup>6</sup>, -S(O)<sub>2</sub>R<sup>6</sup>; or heterocycle, optionally substituted with one or more substituents selected from the group consisting of C1-8alkyl, -CN, and C<sub>6-14</sub>arylC<sub>1-8</sub>alkyl; R<sup>6</sup> is C<sub>1-8</sub>alkyl, optionally substituted with halogen; R<sup>7</sup> is C<sub>1-8</sub> alkyl optionally substituted with hydroxy; -NH<sub>2</sub>; or heterocycle; R<sup>2</sup> is hydrogen; R<sup>3</sup> is hydrogen or C<sub>1-8</sub> alkyl; R<sup>4</sup> is heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo, halogen, C<sub>1-8</sub>alkyl, -OR<sup>11</sup> and -SR<sup>10</sup>N(R<sup>10</sup>)<sub>2</sub> S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>; or C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, -C(O)NH<sub>2</sub>, - $S(O)R^7$ ,  $-S(O)_2R^7$ ,  $-S(O)_2NR^8R^9$ ,  $-OR^{11}$ ,  $-C(O)NR^{11}$ ,  $-C(O)OR^{11}$ ,  $-NR^{11}$ ,  $-NC(O)R^{11}$ , and heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C<sub>1-8</sub>alkyl and heterocycleC<sub>1-8</sub>alkyl; R<sup>8</sup>and R<sup>9</sup> are the same or different and are selected from the group consisting of hydrogen, Cl-salkyl, Clsalkylheterocycle, heterocycle, and  $C_{3-6}$ cycloalkyl;  $R^{10}$  is  $C_{1-8}$ alkyl;  $R^{11}$  is  $C_{1-8}$ alkyl, optionally substituted with -SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>; and R<sup>5</sup> is halogen or -NO<sub>2</sub>; or a pharmaceutically acceptable salt thereof.

Claim 3 (previously presented) A compound of formula (I)

$$\mathbb{R}^{1}$$
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{2}$ 
 $\mathbb{R}^{2}$ 
 $\mathbb{R}^{3}$ 
 $\mathbb{R}^{1}$ 
 $\mathbb{R}^{1}$ 

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wherein X is O;  $R^1$  is  $C_{6-14}$ aryl substituted with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>,  $C_{1-8}$ alkyl, and -CN;  $R^2$  and  $R^3$  are hydrogen;  $R^4$  is  $C_{6-14}$ aryl substituted with one or more substituents selected from the group consisting of halogen,  $C_{1-8}$  alkyl, -CN, -NO<sub>2</sub>, -S(O) $R^7$ , -S(O) $R^7$ , -NS(O) $R^7$ , wherein  $R^7$  is -NH<sub>2</sub>; and  $R^5$  is halogen; or a pharmaceutically acceptable salt thereof.

## Claim 4 (previously presented) A compound of formula (I)

$$\mathbb{R}^{1}$$
 $\mathbb{R}^{2}$ 
 $\mathbb{R}^{3}$ 
 $\mathbb{R}^{4}$ 
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{1}$ 

wherein X is O; R<sup>1</sup> is C<sub>6-14</sub>aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, C<sub>1-8</sub>alkyl, CF<sub>3</sub>, -CN; R<sup>2</sup> and R<sup>3</sup> are hydrogen; R<sup>4</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of C<sub>1-8</sub>alkyl and S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, wherein R<sup>8</sup>and R<sup>9</sup> are independently selected from the group consisting of hydrogen, C<sub>3-6</sub>cycloalkyl, C<sub>1-8</sub>alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C<sub>6-14</sub>aryl optionally substituted with alkoxy, C<sub>1-8</sub> alkylamino, C<sub>1-8</sub>alkylheterocycle, heterocycle, heterocycle, heterocycleC<sub>1-8</sub>alkyl, C<sub>3-6</sub>cycloalkylC<sub>1-8</sub>alkyl, and C<sub>3-6</sub>cycloalkyl; R<sup>5</sup> is hydrogen, halogen, C<sub>1-8</sub>

<sub>8</sub>alkyl, -NO<sub>2</sub>, -NH<sub>2</sub>, C<sub>1-8</sub>alkylamino, CF<sub>3</sub>, or alkoxy; or a pharmaceutically acceptable salt thereof.

Claim 5 (previously presented) A compound of formula (I)

$$\mathbb{R}^{1}$$
 $\mathbb{R}^{2}$ 
 $\mathbb{R}^{3}$ 
 $\mathbb{R}^{4}$ 
 $\mathbb{R}^{4}$ 
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{5}$ 

wherein X is O,  $R^1$  is  $C_{6-14}$ aryl substituted with one or more substituents selected from the group consisting of halogen,  $-CF_3$ ,  $C_{1-8}$ alkyl, and -CN;  $R^2$  and  $R^3$  are hydrogen;  $R^4$  is  $C_{6-14}$ aryl substituted with one or more substituents selected from the group consisting of halogen,  $C_{1-8}$ alkyl, -CN,  $-NO_2$ ,  $-S(O)_2R^7$ ,  $-NS(O)_2R^7$ , wherein  $R^7$  is  $-NH_2$ ; and  $R^5$  is halogen; or a pharmaceutically acceptable salt thereof.

Claim 6 (currently amended) A compound of formula (IA)

$$R^1$$
 $R^5$ 
(IA)

wherein:

X is  $C_{+}O_{+}$  or  $N_{+}$ ;

R<sup>1</sup> is C<sub>6-14</sub>aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, -CF3, C1-8alkyl, C1-8alkylamino, alkoxy, C3-6cycloalkyl  $C_{2-6}$ alkenyl,  $C_{6-14}$ aryl $C_{2-6}$ alkenyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -SR<sup>6</sup>, -S(O)<sub>2</sub>R<sup>6</sup>, -S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, C<sub>2-6</sub>alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C2. 6alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C3-6cycloalkyl, and heterocycle;

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R<sup>6</sup> is C<sub>1.8</sub>alkyl optionally substituted with one or more substituents selected from the group consisting of hydroxyl, halogen, -CF3, aryl, and heterocycle;

R<sup>7</sup> is C<sub>1-8</sub> alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C3-6cycloalkyl and heterocycle; -NH2; or heterocycle;

R<sup>2</sup> is hydrogen, halogen, or C<sub>1-8</sub>alkyl;

R<sup>3</sup> is hydrogen;

R4 is C6-14aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkylamino, heterocycle $C_{1-8}$ alkyl,  $-C(O)NH_2$ ,  $-S(O)R^7$ ,  $-S(O)_2R^7$ ,  $-C(O)R^7$ ,  $-NS(O)_2R^7$ ,  $-S(O)_5NR^8R^9$ .  $-S(O)_2NHR^{11}$ ,  $-S(O)_2R^{11}$ ,  $-S(O)_2NR^7COR^{11}$ ,  $-S(O)_2NHCOR^{11}$ ,  $-S(O)_2[COR^{11}]_n$  wherein n is  $1, 2, \text{ or } 3, -OR^{11}, -OR^{11}OR^{11}, -C(O)R^{11}, -C(O)NR^{11}, -C(O)OR^{11}, -NR^{11}, -NC(O)R^{11}$ heterocycleC2-6alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C<sub>1-8</sub>alkyl, and C(O)OR<sup>11</sup>, and C<sub>1</sub> salkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with -C(O)R<sup>11</sup>;

R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of hydrogen, C<sub>3</sub>. 6cycloalkyl, C1.8alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C<sub>6-14</sub>aryl optionally substituted with alkoxy, C<sub>1-8</sub> alkylamino, C<sub>1-8</sub> alkylhoterocycle, heterocycle, heterocycle (1.8 alkyl, C<sub>1-8</sub> 6cycloalkylC<sub>1-8</sub>alkyl, and C<sub>3-6</sub>cycloalkyl;

R<sup>11</sup> is C<sub>1.8</sub>alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, hydroxy, halogen, C1-8alkyl, C3-6cycloalkyl, alkoxy, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, NCONH<sub>2</sub>, and heterocycle optionally substituted with one or more substituents selected from the group consisting of oxo, hydroxy, and C1-xalkyl;

> heterocycle optionally substituted with heterocycleC1.8alkyl; or C6-14aryl optionally substituted with alkoxy;

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R<sup>5</sup> is hydrogen, halogen, C<sub>1-8</sub>alkyl, -NO<sub>2</sub>, -NH<sub>2</sub>, C<sub>1-8</sub>alkylamino, CF<sub>3</sub>, or alkoxy; or a pharmaccutically acceptable salt thereof provided that

a) when X is C; R2 is hydrogen, halogen or C1 alkyl; R3 is hydrogen; R4 is C5 14eryl substituted with halogen, hydroxy, or C1 salkyl; R5-is hydrogen, halogen, C1 salkyl, or alkoxy: then R<sup>1</sup>-cannot be C<sub>1.8</sub>alkyl, C<sub>2.6</sub>cycloalkyl, or C<sub>6.14</sub>aryl substituted with halogen, C1-salkyl, or C6-14 arylC2 calkenyl; and

(b) when X is C; R2-is hydrogen or alkyl; R3 is hydrogen; R4 is C6-14aryl-substituted with halogen, CN, alkyl, or NO2; R5 is hydrogen, NO2, or NH2, then R1 cannot be C10-14 aryl substituted with alkoxy.

Claim 7 (previously presented) A compound of formula (IA) according to claim 6 wherein X is O; R<sup>1</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of halogen, -CF3, C1-8alkyl, -CN, C2-6alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C2-6alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C<sub>3-6</sub>cycloalkyl, and heterocycle; R<sup>2</sup> and R<sup>3</sup> are hydrogen; R<sup>4</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of C<sub>1-N</sub>alkyl, -S(O)<sub>2</sub>R<sup>7</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -OR<sup>11</sup>, heterocycleC<sub>2-6</sub>alkenyl, and heterocycle which may be optionally substituted with oxo; and R<sup>5</sup> is halogen; or a pharmaceutically acceptable salt thereof.

Claim 8 (canceled)

Claim 9 (previously presented) A compound of formula (IB)

$$R^1$$
 $R^2$ 
 $N$ 
 $R^3$ 
 $R^4$ 
 $R^5$ 
(IB)

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wherein X is O;  $R^1$  is  $C_{6-14}$ aryl substituted with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, and -CN;  $R^2$  is hydrogen;  $R^3$  is hydrogen;  $R^4$  is heterocycle; and  $R^5$  is halogen; or a pharmaceutically acceptable salt thereof.

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Claim 10 (currently amended) A compound of formula (IC)

$$R^1$$
 $R^5$ 
 $(JC)$ 

wherein:

X is  $C_i$   $O_i$  or  $N_i$ 

 $R^1$  is heterocycle, optionally substituted with one or more substituents selected from the group consisting of  $C_{1-8}$ alkyl, halogen, -CN,  $C_{6-14}$ aryl $C_{1-8}$ alkyl and heterocycle;

R<sup>2</sup> is hydrogen, halogen, or C<sub>1.8</sub>alkyl;

R<sup>3</sup> is hydrogen;

R<sup>4</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkylamino, heterocycleC<sub>1-8</sub>alkyl, -C(O)NH<sub>2</sub>, -S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -NS(O)<sub>2</sub>R<sup>7</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -S(O)<sub>2</sub>NHR<sup>11</sup>, -S(O)<sub>2</sub>R<sup>11</sup>, -S(O)<sub>2</sub>NR<sup>7</sup>COR<sup>11</sup>, -S(O)<sub>2</sub>NHCOR<sup>11</sup>, -S(O)<sub>2</sub>[COR<sup>11</sup>]<sub>n</sub> wherein n is 1, 2, or 3, -OR<sup>11</sup>, -OR<sup>11</sup>OR<sup>11</sup>, -C(O)R<sup>11</sup>, -C(O)NR<sup>11</sup>, -C(O)OR<sup>11</sup>, -NR<sup>11</sup>, -NC(O)R<sup>11</sup>, heterocycleC<sub>2-6</sub>alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C<sub>1-8</sub>alkyl, and C(O)OR<sup>11</sup>, and C<sub>1-8</sub>alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with -C(O)R<sup>11</sup>;

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R<sup>7</sup> is C<sub>1-8</sub> alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C<sub>3-6</sub>cycloalkyl and heterocycle; -NH<sub>2</sub>; or heterocycle;

 $R^8$  and  $R^9$  are independently selected from the group consisting of hydrogen,  $C_{3-}$  6cycloalkyl,  $C_{1-8}$  alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and  $C_{6-14}$  aryl optionally substituted with alkoxy,  $C_{1-8}$  alkylamino,  $C_{1-8}$  alkylheterocycle, heterocycle, heterocycle $C_{1-8}$  alkyl,  $C_{3-6}$  cycloalkyl $C_{1-8}$  alkyl, and  $C_{3-6}$  cycloalkyl;

 $R^{11}$  is  $C_{1-8}$ alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen,  $C_{1-8}$ alkyl, alkoxy,  $-S(O)_2NR^8R^9$ ,  $-NR^8R^9$ , and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and  $C_{1-8}$ alkyl;

R<sup>5</sup> is hydrogen, halogen, C<sub>1-8</sub>alkyl, -NO<sub>2</sub>, -NH<sub>2</sub>, C<sub>1-8</sub>alkylamino, CF<sub>3</sub>, or alkoxy; or a pharmaceutically acceptable salt thereof.

Claim 11 (previously presented) A compound of formula (IC) according to claim 10 wherein X is O; R<sup>1</sup> is heterocycle, optionally substituted with -CN; R<sup>2</sup> and R<sup>3</sup> are hydrogen; R<sup>4</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of C<sub>1-8</sub>alkyl, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -OR<sup>11</sup>, and heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo; and R<sup>5</sup> is halogen; or a pharmaceutically acceptable salt thereof.

Claim 12 (canceled)

Claim 13 (currently amended) A compound of formula (ID) according to claim 12

$$\mathbb{R}^{1}$$
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{2}$ 
 $\mathbb{R}^{3}$ 
 $\mathbb{R}^{4}$ 
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{5}$ 

wherein X is O;  $R^1$  is heterocycle;  $R^2$  and  $R^3$  are hydrogen;  $R^4$  is heterocycle; and  $R^5$  is halogen; or a pharmaceutically acceptable salt thereof.

Claim 14 (canceled)

Claim 15 (canceled)

Claim 16 (canceled)

Claim 17 (canceled)

Claim 18 (previously presented) A compound of formula (III)

$$\mathbb{R}^1$$
 $\mathbb{R}^4$ 
 $\mathbb{R}^5$ 
(III)

wherein R<sup>1</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, -CN, -SR<sup>6</sup>, -S(O)<sub>2</sub>R<sup>6</sup>; or heterocycle, optionally substituted with one or more substituents selected from the group consisting of C<sub>1-8</sub>alkyl, -CN, and C<sub>6-14</sub>arylC<sub>1-8</sub>alkyl; R<sup>6</sup> is C<sub>1-8</sub>alkyl, optionally substituted with halogen; R<sup>7</sup> is C<sub>1-8</sub> alkyl, optionally substituted with hydroxy; -NH<sub>2</sub>; or heterocycle; R<sup>4</sup> is heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo, halogen, C<sub>1-8</sub>alkyl, -OR<sup>11</sup> and -SR<sup>10</sup>N(R<sup>10</sup>)<sub>2</sub>; or C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of hydroxy, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, -C(O)NH<sub>2</sub>, -S(O)<sub>2</sub>R<sup>7</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -OR<sup>11</sup>, -C(O)NR<sup>11</sup>, -C(O)OR<sup>11</sup>, -NR<sup>11</sup>, -NC(O)R<sup>11</sup>, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo and C<sub>1-8</sub>alkyl; R<sup>8</sup>and R<sup>9</sup> are the same or different and are selected from the group consisting of hydrogen, C<sub>1-8</sub>alkyl, C<sub>1-8</sub>alkylheterocycle, heterocycle, and C<sub>3-6</sub>cycloalkyl; R<sup>10</sup> is C<sub>1-8</sub>alkyl; R<sup>11</sup> is C<sub>1-8</sub>alkyl, optionally substituted with --S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>; and R<sup>5</sup> is halogen or -NO<sub>2</sub>; or a pharmaceutically acceptable salt thereof.

Claim 19 (previously presented) A compound of formula (III) according to claim 18 wherein R<sup>1</sup> is C<sub>6-14</sub> aryl substituted with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, and -CN; R<sup>4</sup> is C<sub>6-14</sub>aryl substituted with one or more substituents selected from the group consisting of halogen, C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, -S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -NS(O)<sub>2</sub>R<sup>7</sup>, wherein R<sup>7</sup> is -NH<sub>2</sub>; and R<sup>5</sup> is halogen; or a pharmaceutically acceptable salt thereof.

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# Claim 20 (previously presented) A compound of formula (1)

$$\mathbb{R}^{1}$$
 $\mathbb{R}^{2}$ 
 $\mathbb{R}^{3}$ 
 $\mathbb{R}^{4}$ 
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{5}$ 
 $\mathbb{R}^{1}$ 
 $\mathbb{R}^{1}$ 

wherein:

X is Q;

R<sup>1</sup> is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, C<sub>1-8</sub>alkylamino, alkoxy, C<sub>3-</sub>  $_{6}$ cycloalkylC<sub>2-6</sub>alkcnyl, C<sub>6-14</sub>arylC<sub>2-6</sub>alkenyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -SR<sup>6</sup>, -S(O)<sub>2</sub>R<sup>6</sup>, -S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, C<sub>2-6</sub>alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle, and C<sub>2</sub>. calkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C3-6cycloalkyl, and heterocycle;

R<sup>2</sup> is hydrogen;

R<sup>3</sup> is hydrogen;

R4 is phenyl substituted in the ortho position with a substituent selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, or C<sub>1.8</sub>alkyl and substituted at the para position with a substituent selected from the group consisting of hydroxy, halogen, -CF<sub>1</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkylamino, heterocycleC<sub>1-8</sub>alkyl, -C(0)NH<sub>2</sub>, -S(0)R<sup>7</sup>, - $S(O)_2R^7$ ,  $-C(O)R^7$ ,  $-NS(O)_2R^7$ ,  $-S(O)_2NR^8R^9$ ,  $-S(O)_2NHR^{11}$ ,  $-SO_2R^{11}$ ,  $-OR^{11}$ ,  $-C(O)R^{11}$ , -C(O)C(O)NR<sup>11</sup>, -C(O)OR<sup>11</sup>, -NR<sup>11</sup>, -NC(O)R<sup>11</sup>, heterocycleC<sub>2-6</sub>alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group

- consisting of oxo, C<sub>1-8</sub>alkyl, and C(O)OR<sup>11</sup>, and C<sub>1-8</sub>alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with -C(O)R<sup>11</sup>;
- $R^5$  is a substituent in the *para* position relative to X and is selected from the group consisting of halogen,  $C_{1-8}$ alkyl, -NO<sub>2</sub>, -NH<sub>2</sub>,  $C_{1-8}$ alkylamino,  $CF_3$ , or alkoxy;
- $R^6$  is  $C_{1-8}$ alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, aryl, and heterocycle;
- R<sup>7</sup> is C<sub>1-x</sub>alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C<sub>3-6</sub>cycloalkyl and heterocycle; -NH<sub>2</sub>; or heterocycle;
- R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of hydrogen; C<sub>3-6</sub>cycloalkyl; C<sub>1-8</sub>alkyl optionally substituted with one ore more substituents selected from the group consisting of oxo, heterocycle, CN and C<sub>6-14</sub>aryl optionally substituted with alkoxy, C<sub>1-8</sub>alkylamino, C<sub>1-8</sub>alkylheterocycle, heterocycle, heterocycleC<sub>1-8</sub>alkyl, C<sub>3-6</sub>cycloalkylC<sub>1-8</sub>alkyl, and C<sub>3-6</sub>cycloaklyl; or -C(O)NH<sub>2</sub>;
- $R^{11}$  is  $C_{1-8}$ alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen,  $C_{1-8}$ alkyl,  $-S(O)_2NR^8R^9$ ,  $-NR^8R^9$ , and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and  $C_{1-8}$ alkyl; or a pharmaccutically acceptable salt thereof.

Claim 21 (canceled)

Claim 22 (canceled)

Claim 23 (previously presented) A compound selected from the group consisting of:

- 2-[2-(1-benzothiophen-2-ylcarbonyl)-4-chlorophenoxy]-N-phenylacetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1H-imidazol-1-yl)phenyl]acetamide;
- 2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1H-1,2,4-triazol-1-yl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(4-morpholinyl)phenyl]acetamide;
- N-[4-(aminosulfonyl)phcnyl]-2-(2-benzoyl-4-chlorophenoxy)acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-{4-[(1,3-thiazol-2-ylamino)sulfonyl]phenyl}acctamide;

- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(4-methyl-1-piperazinyl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(hydroxymethyl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-{4-[(methylamino)sulfonyl]phcnyl}acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1,1-dioxo-1lambda~6~,4-thiazman-4-yl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[2-methyl-4-(4-morpholinyl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-{4-[3-(dimethylamino)propoxy]-2-methylphenyl} acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1-hydroxyethyl)phenyl]acetamide;
- 2-(2-bcnzoyl-4-chlorophcnoxy)-N-[4-(1-hydroxyethyl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-{2-mcthyl-4-[3-(1-pytrolidinyl)propoxy]phenyl}acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-(1H-indazol-5-yl)acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-{2-methyl-4-[3-(4-morpholinyl)propoxy]phenyl}acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-{4-[3-(1H-imidazol-1-yl)propoxy]-2-methylphenyl}acetamide;
- 2-(2-benzoyl-4-chlorophenoxy)-N-(1H-indazol-6-yl)acetamide;
- 2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;
- 2-[4-chloro-2-(2-furoyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;
- 2-[4-chloro-2-(3-thicnylcarbonyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;
- 2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-{2-mcthyl-4-[3-(4-morpholinyl)propoxy]phenyl}acetamide;
- 2-[4-chloro-2-(2-thienylcarbonyl)phcnoxy]-N-[4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phcnyl]acetamide;

- 2-(2-bcnzoyl-4-chlorophenoxy)-N-{2-methyl-4-[3-(1-oxo-1lambda-4-,4-thiazinan-4-yl)propoxy]phenyl}acetamide;
- 2-[4-chloro-2-(2-furoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda-4-,4-thiazinan-4-yl)phenyl]acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-(2-benzoyl-4-chlorophenoxy)acctamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]acctamide;
- 2-[2-(1-benzofuran-2-ylearbonyl)-4-chlorophenoxy]-N-phenylacetamide
- 2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxy]-N-phenylacetamide;
- N-[4-(aminosulfonyl)-2-methylphcnyl]-2-[4-chloro-2-(2-furoyl)phenoxy]acetamide;
- 2-[4-chloro-2-(2-furoyl)phenoxy]-N-(1H-indazol-6-yl)acetamide;
- 2-[4-chloro-2-(3-furoyl)phenoxy]-N-[2-mcthyl-4-(1-oxo-11ambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-thienylcarbonyl)phenoxy]-N-[4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-thienylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-{4-chloro-2-[(1-methyl-1H-pyrrol-2-yl)carbonyl]phenoxy}-N-phenylacetamide;
- 2-(4-chloro-2-{[5-(2-pyridinyl)-2-thienyl]carbonyl}phcnoxy)-N-phcnylacetamide;
- 2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;
- 2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phcnoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-pyridinylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[2-(2-bromobenzoyl)-4-chlorophenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[2-(4-bromobenzoyl)-4-chlorophenoxy]-N-[2-methyl-4-(1-oxo-1lambda-4-,4-thiazinan-4-yl)phenyl]acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-[2-(2-bromobenzoyl)-4-chlorophenoxy]acetamide;

- 2-{4-chloro-2-[(5-methyl-3-isoxazolyl)carbonyl]phenoxy}-N-[2-methyl-4-(1-oxo-llambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-fluorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda-4-,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-chlorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- N-[4-(aminosulfonyl)-2-mcthylphenyl]-2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]acctamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-fluorobenzoyl)phenoxy]acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chlorobenzoyl)phenoxylacctamide;
- 2-{4-chloro-2-[(4-cyano-2-thienyl)carbonyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(4-cyano-2-thicnyl)carbonyl]phcnoxy} acetamide;
- 2-{4-chloro-2-[3-(trifluoromethyl)benzoyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[2-(3-bromobenzoyl)-4-chlorophenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- N-[4-(aminosulfonyl)-2-methylphcnyl]-2-[2-(3-bromobenzoyl)-4-chlorophenoxy]acetamide;
- 2-[4-chloro-2-(3-methylbenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;
- 2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-(5-mcthyl-1H-indazol-6-yl)acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-pyridinylcarbonyl)phenoxylacetamide;
- 2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-{2-mcthyl-4-[3-(1-pyrrolidinyl)propoxy]phenyl}acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(1-methyl-1H-imidazol-2-yl)carbonyl]phenoxy}acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxylacetamide;

2-[4-chloro-2-(3,5-difluorobcnzoyl)phenoxy]-N-{2-methyl-4-[3-(1-pyrrolidinyl)propoxy]phenyl}acctamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda-4-,4-thiazinan-4-yl)phenyl]acetamide

N-(1,3-benzothiazol-6-yl)-2-(2-benzoyl-4-chlorophenoxy)acetamide

2-(4-chloro-2-{3-[(trifluoromethyl)sulfanyl]benzoyl}phenoxy)-N-[2-mcthyl-4-(1-oxo-1lambda-4-,4-thiazinan-4-yl)phenyl]acetamide

2-[4-chloro-2-(3-ethynylbcnzoyl)phcnoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}acetamide;

N-(1,3-benzothiazol-6-yl)-2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]acetamide

2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-(2-methyl-1,3-benzothiazol-5-yl)acetamide

N-[4-(aminosulfonyl)-2-methylphenyl]-2-(4-chloro-2-{3-[(trifluoromethyl)sulfanyl]benzoyl}phenoxy)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-ethynylbenzoyl)phenoxy]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(methylsulfonyl)phenyl]acctamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-(2-cyclopentylethynyl)benzoyl]phenoxy}acctamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(5-methyl-1H-indazol-6-yl)acetamide;

2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]-N-(5-methyl-1H-indazol-6-yl)acctamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-(2-phenylethynyl)benzoyl]phenoxy} acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-(5-methyl-1H-indazol-6-yl)acctamide;

- 2-[4-chloro-2-(3,5-difluorobenzoyl)phcnoxy]-N-[2-methyl-4-(methylsulfonyl)phenyllacetamide:
- N-(1,2-benzisothiazol-5-yl)-2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]acetamide;
- 2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]-N-(5-methyl-1H-benzimidazol-6-yl)acetamide;
- 2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-(5-mcthyl-1H-benzimidazol-6-yl)acetamide;
- 2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(5-methyl-1Hbenzimidazol-6-yl)acctamide
- 2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-1-(2,3-dihydro-1H-indol-1-yl)-1-ethanone;
- 2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-[2-methyl-4-(methylsulfonyl)phenyl]acetamide;
- 2-[4-chloro-2-(3-ethynylbenzoyl)phenoxy]-N-[2-methyl-4-(methylsulfonyl)phenyl]acctamide;
- N-{4-[3-(aminosulfonyl)propoxy]-2-methylphenyl}-2-[4-chloro-2-(3,5difluorobenzoyl)phenoxy]acetamide;
- 2-{2-[3,5-bis(trifluoromethyl)benzoyl]-4-chlorophenoxy}-N-(5-methyl-1H-benzimidazol-6yl)acetamide;
- 2-{2-[(5-bromo-3-pyridinyl)carbonyl]-4-chlorophenoxy}-N-(5-mcthyl-1H-benzimidazol-6yl)acetamide:
- 2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(6-methyl-1,3-benzothiazol-5-yl)acetamide;
- N-{4-[3-(aminosulfonyl)propoxy]-2-mcthylphenyl}-2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}acetamide;
- N-[4-(aminosulfonyl)-2-methylphenyl]-2-(4-chloro-2-{3-[(trifluoromethyl)sulfonyl]benzoyl}phenoxy)acetamide;
- 2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[4-(1,3-thiazol-2-yl)phenyl]acetamide
- 2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[4-(1,3-oxazol-2-yl)phcnyl]acetamide
- 2-[4-chloro-2-(3,5-difluorobcnzoyl)phenoxy]-N-{4-[(3-hydroxypropyl)sulfonyl]-2methylphenyl}acetamide;
- 2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(2-methyl-4-{3-[(methylamino)sulfonyl]propoxy}phenyl)acetamide;
- 2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)bcnzoyl]phcnoxy}-N-(4-{3-[(dimcthylamino)sulfonyl]propoxy}-2-methylphenyl)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{2-[(5-bromo-3-pyridinyl)carbonyl]-4chlorophenoxy) acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)bcnzoyl]phcnoxy}-N-{4-[3-(1H-imidazol-1yl)propoxy]-2-mcthylphenyl}acetamide;

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2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-{2-methyl-4-[(E)-4-(1pyrrolidinyl)-1-butenyl]phenyl}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5fluorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5methylbenzoyl)phenoxylacetamide:

N-[6-(aminosulfonyl)-4-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-mcthylphenyl]-2-[4-chloro-2-(3,5dimethylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5ethylbenzoyl)phenoxy]acetamide;

2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]-N-{4-[3-(2,5-dihydro-1H-pyrrol-1yl)propoxy]-2-methylphenyl}acetamide hydrochloride;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5dichlorobenzoyl)phenoxylacetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(6-cyano-2pyridinyl)carbonyl]phenoxy}acetamide;

N-[6-(aminosulfonyl)-2-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5methylbenzoyl)phenoxylacctamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5dicyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-cyano-5-(trifluoromethyl)bcnzoyl]phenoxy}acetamide;

and pharmaceutically acceptable salts thereof.

### Claim 24 (canceled)

Claim 25 (previously presented) A compound selected from the group consisting of:

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-f {4-chloro-2-(3-fluoro-5-

(trifluoromethyl)benzoyl]pheonoxy}acetamide;

N-{4-[3-(aminosulfonyl)propoxy] -2-methylphenyl}-2-{4-chloro-2-[3-fluoro-5-

(trifluomethyl)benzoyl]phenoxy}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloto-2-(3-cyano-5-

fluorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-

methylbenzoyl)phenoxy]acetamide;

N-[6-(aminosulfonyl)-4-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5-

methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5-

cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-

dimethylbenzoyl)phenoxylacetamide;

N-[4-(aminosulfonyl)-2-methylphcnyl]-2-[4-chloro-2-(3-cyano-5-

ethylbenzoyl)phenoxy]acetamide;

2-[4-chloro-2-(3-cyano-5-mcthylbenzoyl)phenoxy]-N-{4-[3-(2,5-dihydro-1H-pyrrol-1-

yl)propoxy]-2-mcthylphenyl}acetamide hydrochloride;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5-

methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-

dichlorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(6-cyano-2-

pyridinyl)carbonyl]phenoxy}acctamide;

N-[6-(aminosulfonyl)-2-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5-

methylbenzoyl)phenoxylacetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-

dicyanohenzoyl)phenoxy]acetamide;

and pharmaceutically acceptable salts thereof.

Claim 26 (previously presented) A compound according to claim 4 wherein  $R^1$  is  $C_{6-14}$  aryl substituted in the meta position with halogen and wherein  $R^3$  is hydrogen and  $R^4$  is  $C_{6-14}$  aryl substituted with  $C_{1-8}$  alkyl.

Claim 27 (canceled)

Claim 28 (previously presented) A method of treatment of an HIV infection in a mammal comprising administering to said mammal an anti-HIV effective amount of a compound according to claim 2.

Claim 29 (canceled)

Claim 30 (canceled)

Claim 31 (canceled)

Claim 32 (canceled)

Claim 33 (canceled)

Claim 34 (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 2 together with a pharmaceutically acceptable carrier.

Claim 35 (original) A pharmaceutical composition according to claim 34 in the form of a tablet or capsule.

Claim 36 (original) A pharmaceutical composition according to claim 34 in the form of a liquid.

Claim 37 (canceled)

Claim 38 (canceled)

Claim 39 (canceled)

Claim 40 (previously presented) A compound of formula (III)

$$\mathbb{R}^1$$
 $\mathbb{R}^5$ 
(III)

wherein

R<sup>1</sup> is phenyl which is substituted in the *meta* position with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, C<sub>1-8</sub>alkylamino, alkoxy, C<sub>3-6</sub>cycloalkylC<sub>2-6</sub>alkenyl, C<sub>6-14</sub>arylC<sub>2-6</sub>alkenyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -SR<sup>6</sup>, -S(O)<sub>2</sub>R<sup>6</sup>, -S(O)<sub>R</sub><sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, C<sub>2-6</sub>alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle, and C<sub>2-6</sub>alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C<sub>3-6</sub>cycloalkyl, and heterocycle;

R<sup>2</sup> is hydrogen;

R<sup>4</sup> is phenyl substituted in the *ortho* position with a substituent selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, or C<sub>1-8</sub>alkyl and substituted at the *para* position with a substituent selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkylamino, heterocycleC<sub>1-8</sub>alkyl, -C(O)NH<sub>2</sub>, -S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -NS(O)<sub>2</sub>R<sup>7</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -S(O)<sub>2</sub>NHR<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -OR<sup>11</sup>, -C(O)R<sup>11</sup>, -C(O)R<sup>11</sup>, -NC(O)R<sup>11</sup>, heterocycleC<sub>2-6</sub>alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C<sub>1-8</sub>alkyl, and C(O)OR<sup>11</sup>, and C<sub>1-8</sub>alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with -C(O)R<sup>11</sup>;

R<sup>5</sup> is a substituent in the *para* position relative to X and is selected from the group consisting of halogen, C<sub>1-8</sub>alkyl, -NO<sub>2</sub>, -NH<sub>2</sub>, C<sub>1-8</sub>alkylamino, CF<sub>3</sub>, or alkoxy;

R<sup>6</sup> is C<sub>1-8</sub>alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, -CF<sub>3</sub>, aryl, and heterocycle;

R<sup>7</sup> is C<sub>1-8</sub>alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C<sub>3-6</sub>cycloalkyl and heterocycle; -NH<sub>2</sub>; or heterocycle;

R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of hydrogen; C<sub>3-6</sub>cycloalkyl; C<sub>1.8</sub>alkyl optionally substituted with one ore more substituents selected from the group consisting of oxo, heterocycle, CN and  $C_{6-14}$ aryl optionally substituted with alkoxy,  $C_{1-1}$ 8ałkylamino, C<sub>1-8</sub>alkylheterocycle, heterocycle, heterocycleC<sub>1-8</sub>alkyl, C<sub>3-6</sub>cycloalkylC<sub>1-</sub> salkyl, and C<sub>3-6</sub>cycloaklyl; or -C(O)NH<sub>2</sub>;

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 $\mathbb{R}^{11}$  is  $C_{1.8}$  alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C<sub>1-8</sub>alkyl, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -NR<sup>8</sup>R<sup>9</sup>, and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and C1 salkyl; or a pharmaceutically acceptable salt thereof.

Claim 41 (canceled)

Claim 42 (canceled)

Claim 43 (previously presented) A compound according to claim 6 wherein R<sup>1</sup> is C<sub>6-14</sub> aryl substituted in the meta position with halogen and wherein R<sup>3</sup> is hydrogen and R<sup>4</sup> is C<sub>6-14</sub> aryl substituted with C1-salkyl.

Claim 44 (previously presented) A compound according to claim 7 wherein  $R^1$  is  $C_{6.14}$  aryl substituted in the meta position with halogen and wherein R3 is hydrogen and R4 is C6.14aryl substituted with C<sub>1-8</sub>alkyl.

Claim 45 (previously presented) A compound according to claim 2 wherein  $\mathbb{R}^1$  is  $\mathbb{C}_{6-14}$  aryl substituted in the meta position with halogen and wherein R3 is hydrogen and R4 is C6-14 aryl substituted with C1-8alkyl.

Claim 46 (previously presented) A compound according to claim 18 wherein  $\mathbb{R}^1$  is  $C_{6.14}$  aryl substituted in the meta position with halogen and wherein R<sup>3</sup> is hydrogen and R<sup>4</sup> is Cataryl substituted with C1-salkyl.

Claim 47 (previously presented) A compound according to claim 19 wherein  $R^1$  is  $C_{6.14}$  are substituted in the meta position with halogen and wherein R<sup>3</sup> is hydrogen and R<sup>4</sup> is C<sub>6-14</sub>aryl substituted with C1-salkyl.

Claim 48 (previously presented) A method of treatment of an HIV infection in a mammal comprising administering to said mammal an effective amount of a compound according to claim 4.

Claim 49 (previously presented) A method of treatment of an HIV infection in a mammal comprising administering to said mammal an effective amount of a compound according to claim 23.

Claim 50 (canceled)

Claim 51 (canceled)

Claim 52 (canceled)

Claim 53 (canceled)

Claim 54 (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 4 together with a pharmaceutically acceptable carrier.

Claim 55 (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 23 together with a pharmaceutically acceptable carrier.

Claim 56 (previously presented) A compound according to claim 7 wherein  $R^4$  is  $C_{6-14}$ aryl substituted with methyl.

Claim 57 (canceled)

Claim 58 (previously presented) A compound of formula (I) according to claim 20 wherein R<sup>1</sup> is phonyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, and -CN; R<sup>4</sup> is phenyl substituted with one or more substituents selected from the group consisting of halogen, C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, -S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -NS(O)<sub>2</sub>R<sup>7</sup>, wherein R<sup>7</sup> is -NH<sub>2</sub>; and R<sup>5</sup> is halogen; or a pharmaceutically acceptable salt thereof.

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Claim 59 (previously presented) A compound of formula (I) according to claim 20 wherein R<sup>1</sup> is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, C<sub>1.8</sub>alkyl, CF<sub>3</sub>, -CN; R<sup>4</sup> is phenyl substituted with one or more substituents selected from the group consisting of C<sub>1-8</sub>alkyl and S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, wherein R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of hydrogen, C<sub>3</sub>. 6cycloalkyl, C<sub>1-8</sub>alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and  $C_{6-14}$  aryl optionally substituted with  $C_{1-8}$  alkoxy, C<sub>1-8</sub> alkylamino, C<sub>1-8</sub>alkylheterocycle, heterocycle, heterocycleC<sub>1-8</sub>alkyl, C<sub>3-6</sub>cycloalkylC<sub>1-</sub> 8alkyl, and C3.6cycloalkyl.

Claim 60 (previously presented) A compound of formula (I) according to claim 20 wherein R is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, -CN, C<sub>2-6</sub>alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C2-6alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C3-6cycloalkyl, and heterocycle; R4 is phenyl substituted with one or more substituents selected from the group consisting of C<sub>1-8</sub>alkyl, -S(O)<sub>2</sub>R<sup>7</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -OR<sup>11</sup>, heterocycleC<sub>2-6</sub>alkenyl, and heterocycle which may be optionally substituted with oxo; and R<sup>5</sup> is halogen; or a pharmaccutically acceptable salt thereof.

Claim 61 (previously presented) A compound of formula (III) according to claim 40 wherein R' is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1.8</sub>alkyl, -CN, -SR<sup>6</sup>, -S(O)<sub>2</sub>R<sup>6</sup>; R<sup>6</sup> is C<sub>1.8</sub>alkyl, optionally substituted with halogen;  $R^7$  is  $C_{1.8}$  alkyl, optionally substituted with hydroxy; NH<sub>2</sub>; or heterocycle; R<sup>4</sup> is phonyl substituted with one or more substituents selected from the group consisting of hydroxy, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, hydroxyC<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, -C(O)NH<sub>2</sub>, - $S(O)_2R^7$ ,  $-S(O)_2NR^8R^9$ ,  $-OR^{11}$ ,  $-C(O)NR^{11}$ ,  $-C(O)OR^{11}$ ,  $-NR^{11}$ ,  $-NC(O)R^{11}$ , heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo and C<sub>1.8</sub>alkyl; R<sup>8</sup>and R<sup>9</sup> are the same or different and are selected from the group consisting of hydrogen, C<sub>1-8</sub>alkyl, C<sub>1-8</sub>alkylheterocycle, heterocycle, and C<sub>3-6</sub>cycloalkyl; R<sup>10</sup> is C<sub>1-8</sub>alkyl; R<sup>11</sup> is C<sub>1-8</sub>alkyl, optionally substituted with S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>; and R<sup>5</sup> is halogen or -NO<sub>2</sub>; or a pharmaccutically acceptable salt thereof.

Claim 62 (previously presented) A compound of formula (1) according to claim 60 wherein R1 is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, -CF<sub>3</sub>, C<sub>1-8</sub>alkyl, and -CN; R<sup>4</sup> is phenyl substituted with one or more substituents selected from the group consisting of halogen, C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>,

-S(O)R<sup>7</sup>, -S(O)<sub>2</sub>R<sup>7</sup>, -NS(O)<sub>2</sub>R<sup>7</sup>, wherein R<sup>7</sup> is -NH<sub>2</sub>; and R<sup>5</sup> is halogen; or a pharmaceutically acceptable salt thereof.

Claim 63 (new) A method of treatment of an HTV infection in a mammal comprising administering to said mammal an effective amount of a compound according to claim 6.

Claim 64 (new) A method of treatment of an HTV infection in a mammal comprising administering to said mammal an effective amount of a compound according to claim 10.

Claim 65 (new) A method of treatment of an HIV infection in a mammal comprising administering to said mammal an effective amount of a compound according to claim 18.

Claim 66 (new) A method of treatment of an HTV infection in a mammal comprising administering to said mammal an effective amount of a compound according to claim 4.

Claim 67 (new) A pharmaceutical composition comprising an effective amount of a compound according to claim 6 together with a pharmaceutically acceptable carrier.

Claim 68 (new) A pharmaceutical composition according to claim 67 in the form of a tablet or capsule.

Claim 69 (new) A pharmaceutical composition according to claim 67 in the form of a liquid.

Claim 70 (new) A pharmaceutical composition comprising an effective amount of a compound according to claim 10 together with a pharmaceutically acceptable carrier,

Claim 71 (new) A pharmaceutical composition comprising an effective amount of a compound according to claim 18 together with a pharmaceutically acceptable carrier.

Claim 72 (new) A pharmaceutical composition comprising an effective amount of a compound according to claim 4 together with a pharmaceutically acceptable carrier.